

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

RECORDATION NO. 7299 B
MAY 29 1974 - 9 52 AM
INTERSTATE COMMERCE COMMISSION

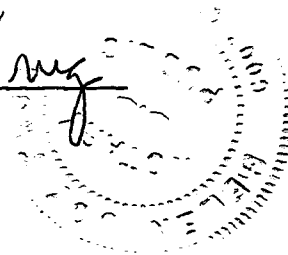
C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 10th day of May, 1974, from Union Tank Car Company to National City Bank with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 20th day of May, 1974.

My Commission Expires July 10, 1976

Helen Joy Krug
Notary Public



BILL OF SALE

Union Tank Car Company

to

National City Bank

as Trustee of Union Tank Car Company

Equipment Trust (Series 10)

THIS BILL OF SALE from UNION TANK CAR COMPANY, a Delaware corporation ("Union"), to NATIONAL CITY BANK, as Trustee under that certain Equipment Trust Agreement dated as of January 15, 1974 (the "Trust Agreement"), by and between Union and said National City Bank, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union has caused a total of \$35,000,000 principal amount of 8.20% Equipment Trust Certificates due January 15, 1994 (Series 10) (the "Trust Certificates"), to be issued pursuant to the provisions of the Trust Agreement, and has unconditionally guaranteed the Trust Certificates by endorsement; and

WHEREAS, the Trust Agreement provides for the assignment and transfer to the Trustee as security for the Trust Certificates, of certain Equipment (as defined in the Trust Agreement); and

WHEREAS, the aggregate final Cost (as defined in the Trust Agreement) of the Equipment heretofore delivered to the Trustee pursuant to Section 4.04 of the Trust Agreement has been determined to be less than 133-1/3% of the aggregate principal amount of Trust Certificates issued pursuant to Section 2.01 of the Trust Agreement; and

WHEREAS, pursuant to said Section 4.04, Union desires to transfer and convey to the Trustee additional Equipment (the "Additional Equipment") in such amount and of such Cost that the final Cost of the Trust Equipment will be at least 133-1/3% of the aggregate principal amount of said Trust Certificates; and


WHEREAS, the Additional Equipment which Union desires to transfer and convey to the Trustee is described in Schedule A hereto annexed and by reference incorporated herein;

NOW, THEREFORE, for valuable consideration, the receipt whereof is hereby acknowledged, Union has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Trustee the Additional Equipment, hereby warranting that it has good and valid title to the Additional Equipment and that the title to the Additional Equipment is free and clear from all liens and encumbrances (including leasehold interests) other than the rights of Union

under the Trust Agreement, to have and to hold the Additional Equipment unto the Trustee and its successors and assigns forever.

IN WITNESS WHEREOF, Union has caused this instrument to be duly executed by its proper corporate officers hereunto duly authorized and its corporate seal to be hereunto affixed and attested, as of this 10th day of May, 1974.

UNION TANK CAR COMPANY

By 
Vice President

[CORPORATE SEAL]

ATTEST:

By 
Assistant Secretary

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 11th day of May, 1974, before me, a Notary Public in and for said County, personally appeared D. B. Romans and W. M. Owen, to me personally known, who being by me duly sworn did say that they are respectively a Vice President and an Assistant Secretary of Union Tank Car Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and said D. B. Romans and W. M. Owen acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Helen Joy King
Notary Public

My Commission Expires:

My Commission Expires July 10, 1976

SERIES 10

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity</u> <u>In Gallons</u>	<u>Road Numbers</u>
1	TA	10,000	85917
1	TA	10,000	85921
2	TA	10,000	85923 - 85924
2	TA	10,000	85926 - 85927
14	TM	16,000	25236 - 25249
10	TM	20,000	58392 - 58401
6	TM	23,000	58291 - 58296
3	TM	23,000	72924 - 72926
4	TM	23,000	72928 - 72931
3	TM	23,000	72934 - 72936
5	TM	23,000	72937 - 72941
7	TM	23,000	72943 - 72949
35	TM	23,500	74184 - 74218
2	TM	23,500	74223 - 74224
12	TM	23,500	74225 - 74236
1	TM	23,500	74426
3	TM	23,500	74428 - 74430
18	TM	23,500	74432 - 74449
1	TM	23,500	74451
3	TM	23,500	74452 - 74454
7	TM	26,000	58297 - 58303
7	TM	26,000	58305 - 58311
<u>147</u>			